

Exhibit J

Q3 2007 BigBand Networks Preliminary Earnings Conference Call - Final.

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OPERATOR: Ladies and gentlemen, thank you for standing by and welcome to the Q3 revised outlook conference call.

(OPERATOR INSTRUCTIONS)

I would now like to turn the conference over to Ms. Erica Abrams. Please go ahead, ma'am.

ERICA ABRAMS, MANAGING DIRECTOR, THE BLUESHIRT GROUP: Thank you. Welcome, everyone, to the BigBand Networks call. If you have not seen our press release from earlier today, it can be found on the investor relations portion of our website at www.bigbandnet.com.

With me today are Amir Bassan-Eskanazi, Chairman and CEO, and Fred Ball, Chief Financial Officer. Before I turn the call over to Amir, let me remind you that the matters we will be discussing today may include projections and other forward-looking statements and as such are subject to the risks and uncertainties that could cause actual results to differ from those contained in the forward-looking statements, including those risks and uncertainties discussed in our most recent quarterly report on Form 10-Q as filed with the SEC.

BigBand Networks assumes no obligation and does not intend to update forward-looking statements made on this call. With that, let me turn the call over to Amir. Please go ahead.

AMIR BASSAN-ESKENAZI, CHAIRMAN, PRESIDENT, CEO, BIGBAND NETWORKS, INC.: Hello and thank you for joining us on short notice. As you know from our press release earlier today, we revised our outlook for the third quarter to reflect weakness in certain parts of our business. For the third quarter, we now expect to report revenue in the range of \$35 million to \$39 million, which is below our original guidance of \$54 million to \$58 million. Our revised guidance for the third quarter of '07 reflects two primary issues, which are impacting our business -- transition issues with our video business and softness in our data business. I will now discuss both.

Number one -- transition issues in our video business. As you know, our video business is driven by our Telco-TV and switched digital video solutions. As we enter the second half of '07, we expected a decline in our Telco-TV revenues that would be more than offset by the growth in switched digital video revenues. Consistent with our previous guidance, Telco-TV revenue is slowing down as a major customer works through a normal cycle of inventory depletion. This slowdown in Q3 is, in fact, greater than we expected and may take a few quarters to work through.

On the switched digital video side, we are experiencing longer sales in deployment cycle than we previously expected, resulting in slower revenue growth in Q3. As the pioneer and leader and in switched digital video, we continue and break new grounds with an expanding number of customers and configurations. This deployment brings new integration challenges, resulting in more software customization and interoperability testing than originally anticipated. This caused delay in customer acceptance in Q3. We expect these integration challenges to persist for a few quarters.

Number two -- softness in our data business. We are disappointed in the performance of our data business, which consists primarily of our Cuda CMTS and Modular CMTS products. Our data revenues will fall short of our previous expectations. Despite our proven innovation, product accolades and what we believe is a better roadmap, we've so far failed to translate these into revenue and footprint. In Q3, we lost a number of deals that we previously expected to win, based on what we believe were mostly pricing-driven customer decisions.

So, in summary, we did not execute well in Q3 and we have work to do. We are analyzing the root causes and taking steps to improve our execution. We are also evaluating resource allocation and operating model. I assure you that we will aggressively address these near-term issues, while continuing to position ourselves for the significant growth opportunity ahead of us. Despite these transition challenges, we remain confident in our long-term growth strategy, driven by adoption of video services.

On the telco side, our roadmap and customer relationships are strong. On the cable side, we believe the industry is more committed to switched digital video than ever before. We are the market share leader in this high growth market and we believe we offer the best solution. We'll have more to discuss with you once we complete the quarter and publish our Q3 financial results in early November. With that, we'll now open the call for questions. Operator, please go ahead.

OPERATOR: Thank you. (OPERATOR INSTRUCTIONS). Our first question comes from the line of Scott Coleman. Please go ahead.

SCOTT COLEMAN, ANALYST, MORGAN STANLEY: Hi, guys. I guess two questions on my end. The first one is there is something somewhat ominous sounding, Amir, when you talk about Telco-TV slowing and you expect that to take several quarters and switched digital video revenue recognition expecting to take several quarters and losing deals in the data business because, obviously, that's nearly impossible to bring back in.

So, is this the kind of revenue level we should think about for the next couple of quarters? Does it go down from here? I'm wondering if you could just help explain those comments about several quarters a little more.

The second question I have is you mentioned reevaluating the business model. Can you draw out a little more on that in terms of is this about headcount or development efforts? I'm just trying to understand what that means.

AMIR BASSAN-ESKENAZI: Sure. Okay. So, I think -- I wouldn't read anything ominous into what I talked about. I would more look at it as a bit of a perfect storm in terms of the transition we go through with the video business. The Telco-TV business, like I said, we continue to have strong relationship with our customer that is very committed to the deployment of digital video as our Telco-TV customers and the prospect that we work on.

And we remain a strong supplier with a strong relationship. And we will continue and be successful in supplying this business as we expect to be on the [STV] side. We have a very competitive product and our customers are spending money and awarding business and we continue to get new sites and new customers.

We do see delay in turning this into revenue and we do expect that to affect more than just Q3. We are not in a position right now to give guidance to Q4, but I feel good about the mid and long-term prospect of our video business and how we're going to continue participating in that. And when we go back to

November, we'll give you more details around that. We did lose, on the data side, some deals and that is disappointing, especially given the strong response we got on our M-CMTS product.

These deals that we lost are not going to come back, like you pointed out, but we continue and see the effect of video over IP network, including high speed data and DOCSIS on the cable side being important. And we're working with our customers to translate these events into a strategy and revalidating our strategy, which will continue to be strong and effective and how that translates into our -- the outcome is something that's still going to work over the next few weeks. And I ought to be able to give more color in the November call.

SCOTT COLEMAN: Thanks.

AMIR BASSAN-ESKENAZI: Sure.

OPERATOR: Thank you. Our next question comes from the line of Simon Leopold with Morgan Keegan. Please go ahead, sir.

SIMON LEOPOLD, ANALYST, MORGAN KEEGAN & CO.: Thank you. I understand you're not yet prepared to provide guidance for Q4. However, looking at the press release, it does sound like some of this is revenue recognition issues and I'm trying to really get my hands around how to think about Q4. You've previously given us annual guidance of \$225 million to \$230 million. I assume that simply chopping \$20 million off of that's that wrong thing to do. So, if you can give us a better sense of how to think about the full year numbers.

AMIR BASSAN-ESKENAZI: Okay. Sure. Look, we made -- we revised our expectation for Q3. This just happened. I think it's premature for us to really give you guidance to Q4. And therefore, the sum of the year, I think it's fair to say that the issues that drove -- the transition we see the video business are not a single quarter and will affect the run rate from Q3 to Q4.

So, we do not expect to take what was moved out because there's going to be a cascading effect that will affect into Q4 and might moderate beyond that into the beginning of next year. But it's too early for us to give you more than that in this point in time.

SIMON LEOPOLD: Is there any way to sort of quantify at least how much is revenue [rec], where you've got metrics you know you need to meet and they're meetable in that next three-month timeframe or is that a number you don't know?

FRED BALL, CFO, BIGBAND NETWORKS, INC.: The challenge is -- this is Fred -- the challenge we're having with some of the rev rec items is they're dependent on some interoperabilities, some configuration and we just haven't -- we're struggling with the timing of that. And I know, in one case, we had one system slip all the way into '08. Not that we're not deploying it. We're just -- there's some interoperability, some configuration requirements that is causing us to see that now in '08. And so, it creates real challenges around predicting visibility when we're just trying to get Q3 buttoned up.

SIMON LEOPOLD: Sure. Now, on the interop, just if I can be specific, I understand you've had success deploying with Scientific Atlanta headends. Is it the Motorola headend interoperability that's the issue here?

FRED BALL: It's --

AMIR BASSAN-ESKENAZI: There's various type of issues. There's a lot of variability in the system right now. The fact that we're winning more sites and more customers, add with different clients, different set offs, different networks -- so, I wouldn't pin it on any specific set up or something like that. I think what we have is there's a lot of complexity in terms of pulling the solution together from -- anything from site readiness to customer specific and site specific issues. And that's [grading the scaling] event that we describe here.

When you ask is specific issues that -- whether they're doable. They're all doable. What happened, though, is that it takes longer than we previously expected and that cause us to see that it takes us a bit more time. Now, let me make one point about this. In fact, our competitive advantage and the reason customers choose our solutions is the fact that we've proven in the field and we know how to handle this thing.

And those issues that we had -- that we deal with right now ahead of the competition, in fact, over time will add to our competitive advantage. In the short term, the set irony is it takes us longer to recognize revenue in a way that affects such that we have to make this kind of announcement today.

SIMON LEOPOLD: Sure. Now, this begs the classic question that somebody eventually is going to ask of sort of when did you know about this, given we are at the very end of the quarter and this is a pretty sizable miss. Why were you unable to provide an updated guidance maybe a little earlier?

FRED BALL: We brought this to you guys as soon as we knew.

SIMON LEOPOLD: Okay. Somebody had to ask that, so I apologize.

FRED BALL: No, that's okay. But we brought this to guys as soon as we knew.

SIMON LEOPOLD: And just one last question, please. On the CMTS business, I know you've described as being integral to the overall solution set, but do you entertain either exiting that somehow through either sale or shutdown?

AMIR BASSAN-ESKENAZI: I'm not going to comment on this. We believe video belongs in all networks and high speed data and IP networks over cable are a part of this requirement. We have -- like we talked before -- a very well received solution at very differentiated and we are very disappointed by the fact that we failed this quarter to turn in the revenue the way we expected.

We continue to work with our customers because we think that they tell us that they need a solution where these technologies get integrated together and we try to draw a conclusion for the benefit of our customers and our shareholders. But at this point, to tell you that I can come to an answer of what that is, it is just way too premature for me to be able to comment on that.

SIMON LEOPOLD: Okay. Thanks for taking the questions.

AMIR BASSAN-ESKENAZI: Thank you.

OPERATOR: Thank you. Our next question comes from the line of Tal Liani with Merrill Lynch. Please go ahead, sir.

AMIR BASSAN-ESKENAZI: Tal?

TAL LIANI, ANALYST, MERRILL LYNCH: Hello?

AMIR BASSAN-ESKENAZI: Tal?

FRED BALL: Hi, Tal.

TAL LIANI: Yes, can you hear me? Okay. I have a few questions and I'll start -- first of all, Simon asked in the last question if you can quantify -- so, you missed the quarter by about \$20 million, give or take. Can you quantify how much of it was from just Telco, who was -- who is working down excess inventories, and how much is it from deferral of contracts?

FRED BALL: I think of the three elements we talked about, I think they were equally responsible.

TAL LIANI: Okay. How much visibility do you have --

FRED BALL: Within a -- Tal, within a range, right?

TAL LIANI: With a -- yes. No, no, it's not precise number, but I just wanted to see that there is no dominant part in it. How much visibility do you have into the telco customer into their purchasing? If you look at how many -- at their plant -- how many VSOs? They're saying publicly that they're going to populate about 300 VSOs per year, which was more or less the number that they have done this year.

So, unless you get any new contract with them, it means that year over year with this customer -- let's smooth out the seasonality or -- not the seasonality, the purchasing pattern, but the year-over-year purchases, even when it comes back, will be zero growth. Is this correct or do you believe that once spending comes back or once they start to buy again and they deplete the inventory, still you can grow next year versus this year?

FRED BALL: So, I think that the customer has not changed its view of -- or made any public comment regarding the amount and pace of its rollout. So, I view this as principally an inventory view of how much they want to consume. As we came into this quarter, I indicated, I think, to people that I felt like I had a limited visibility into their budget cycle.

I don't think that's improved a lot and I'm still -- and part of the reason why we're taking this time to November is I just don't have a lot of visibility right now. But given their current view of where they're going -- and I haven't heard anything different -- I don't -- I envision that this will stabilize. I just don't know -- I'm just not at a point where I know when that will occur.

AMIR BASSAN-ESKENAZI: That's right. Just to add one more point here is the customer is committed to deployment and will remain a sole provider of technology and products to this deployment. And I think other than timing issues in terms of recognition of this inventory and the depletion of it, I think we feel well positioned to continue and deploy successfully in this environment.

TAL LIANI: Right. And so, that's exactly the question. Is it just so a return of revenues from this customer -- is it just a question of excess inventory or do you have any new projects that you may materialize, you may see in 2008. And again, I'm not asking about sort of big plans, but rather on visibility, what kind of visibility you have for new deployment plans in '08?

AMIR BASSAN-ESKENAZI: At this point, we should focus on the fact that the deployment and the visibility on what we guided this quarter has continued to be the fact that we are part of the deployment and expect to be so. As we discussed in previous cases, we see TelcoTV as a big application ahead of us. It will affect our long-term plan, but I don't think it's related specifically to the issue we're talking about right here. So, we remain very confident and excited about opportunities in the longer period, but it's completely unrelated to this --

TAL LIANI: Right.

AMIR BASSAN-ESKENAZI: -- inventory issues.

TAL LIANI: Amir, I'll tell you why I'm asking the question. This customer was a very big part of your -- if you ignore this quarter, this customer was very big part of your last few quarters since December. And we have seen, if you rewind to 2006, between 3Q and 4Q there was major, major increase in the revenues from this customer.

So, the question I'm asking is whether, when it comes back, whether it goes back to sort of the area of 20%, 25% of revenues or whether -- which means sort of the average between 3Q and 4Q of last year or whether it comes back again to be a 40% customer. And that's what I'm trying to get, whether with the current project you have with them, this customer will come back to the prior level or that, in order to come back to the prior level, you need new contracts and new deployment plans.

AMIR BASSAN-ESKENAZI: I think like you put out in beginning of the question, we came to -- a part of

the issue we came to with the account that both companies go to send run rate that is now better reflected in the run rate that we see recently and we expect to see coming out. So, I don't think there's going to be creation of new inventories. And therefore, we're probably going to be under where we were in the beginning of the period like we discussed before.

The pressure to increase that is incremental programs and capabilities, which in the long-term I'm very confident that we're well positioned to provide, but to give you a timeframe in which that's going to affect our revenue is premature for me at this point. So, feel great about the long term and in the short term, I think we're going to come to a run rate that's more reflective of less than it was in the beginning of this year.

TAL LIANI: Now, last -- just moving onto another subject -- last conference call, we discussed Comcast on the conference call as well as other switched video wins and you were quite optimistic that you will have other wins. And you didn't specify what exactly it is, but other wins within 2007. Any update on that or is it part of the deferral of revenues that you were discussing in the other parts of the press release?

AMIR BASSAN-ESKENAZI: It's not a part of the deferral of revenue. It is to an extent, but let me just -- we continue to win more customers and more site within existing customers as well as deploy more equipment with customers that previous bought our product. Our customers are under a significant amount of pressure to add more channels and more high definition and that drives this business. And we participate and expect to continue to participate. We are the leader in this space. We're the innovator, the pioneer, and the leader in this space and we will continue to be that -- the leader because we continue and raise the bar, win new customers, and win new sites.

We don't have specific -- and I think it's a bit out of [consider] in specific customer we won, but I expect to be able to announce incremental customers in any one of the next periods because we expect more operators to choose this platform and because of the -- how well positioned our platform in this -- the environment of this solution.

TAL LIANI: Now, just last set of questions. First of all, back again to the question about the Cuda, this is not a profitable business for you. You tried -- you bought it from [ADC]. You tried to link it to your business and have more of an end-to-end solution, but you did lose the contracts. What needs to happen for you to actually just cut the losses and say, okay, I'm giving up on the opportunity?

AMIR BASSAN-ESKENAZI: We -- there's, like I said, we expect business to flow over networks including IP over cable. And that's our interest in this space. This interest is -- and this vision is validated by the industry and we give a very unique solution. So, that's also why we're so disappointed that even though we have disrupted technology that creates a new price point, other platforms -- other vendors' willingness to cut the price -- to match only the price component of what we offer seems to, at least in those cases so far, they are enough to cause us not to be able to get the footprint in the revenue.

We will continue -- we're committed to the vision in the reorganization of video over multiple networks and over to multiple devices and we will use these technologies and we will work with our customers to optimize the best path that meets their short and long-term requirement as well as our shareholders' value. And this is work that we're continuing to do and I'm not going to be able to say more than this right now because we still -- we're not there yet.

TAL LIANI: Just last question on a related subject. You turned into losses this quarter. When do you think you're going to break even again and what do you plan to do with the expenses? Are you doing to solely focus on improving revenues or can you do something with the expenses in order to get the profits again?

FRED BALL: We -- as I think, Tal, we indicated in the script and I'll just reiterate it to make sure everybody is aware, we're -- we don't go into this without looking at everything and we're going to take the next month to take a hard look at the operating model, the resource allocation and balance the profitability versus the growth opportunity and not be just one sided in it.

TAL LIANI: Okay. Thank you, guys.

AMIR BASSAN-ESKENAZI: Thank you.

OPERATOR: Thank you. Our next question comes from the line of Marcus Kupferschmidt from Lehman Brothers. Please go ahead.

MARCUS KUPFERSCHMIDT, ANALYST, LEHMAN BROTHERS: Hey, guys.

FRED BALL: Hey, Marcus.

AMIR BASSAN-ESKENAZI: Hello.

MARCUS KUPFERSCHMIDT: I was curious, in terms of the cable interoperability problems you talked about, are these systems -- they're sites that are -- where just BigBand is working on it with some other vendors or is this more indicative of a larger difficulty in deploying switched digital in the cable MSOs in general?

AMIR BASSAN-ESKENAZI: It's not indicative of a great difficulty to deploy. I think we recently came out -- there was a bit of press about our success with Northern Virginia at Cox and before this at Cablevision.

So, we're very proud of the progress we made in being very effective and efficient in deploying switchboards, in fact, down to 90 days from where we started where we can turn on the system and that's a big part of our differentiator over any other vendor that is yet to be able to make any announcement close to that.

The fact is that because the industry is now going -- it's no longer a single early adaptor that's puts it in a single system. There's a lot of different systems that's going at the same time. And each one of them have very specific issues from site readiness, from their specific priorities, where they are in dealing with what kind of -- their applications, so industry macro trends like in Q2.

There was some ripple effect associated with the [CableCARD] in 707 and things like that. There's a lot of different things. The checklist that we need to meet to get to customer acceptance is affected by multiple things and, in some cases, unfortunately, it pushed things out from this quarter to the next quarter.

We did make the statement that this is not a single quarter event because we think that's going to cascade. But it's not a competitive issue. We aren't losing the systems to other vendors. We don't have issues about products that we didn't previously expect here. What we do have is that all these things happening and slipping the quarters and I think we're going to see this for a little period of time before we get back into rhythm and get a better stability around this. And that's why we want to make sure you understand it's a cascading effect, not just a single quarter event.

MARCUS KUPFERSCHMIDT: Right. Amir, just to be clear then, we shouldn't assume you're the only one deploying STV that could have this problem. This could be other vendors, STV solutions could be in similar situations. You're not the only one like this.

AMIR BASSAN-ESKENAZI: I mean, frankly, the fact that we have 6.5 million commercially deployed systems and other vendors have not announced such [amounts] is the fact that they're probably facing much more of them as they're deploying their first solution. Our ability to start [doing on its] own intended very effectively to get to this number and get it with multiple operators is a strong differentiator.

The issues we deal with right now in the variability of a different system further enhance our differentiation and I think, if anything, we probably have less of these kind of issues than other people because of the uniqueness of our technology and the fact that we've done this for all these years and we have that much more operational experience than other people have.

MARCUS KUPFERSCHMIDT: Okay. Thank you.

OPERATOR: Thank you. (OPERATOR INSTRUCTIONS). Our next question comes from the line of Scott Coleman. Please go ahead -- with Morgan Stanley, sorry.

SCOTT COLEMAN: Hi, guys. Two quick follow-ups. Fred, do you have a preliminary view of where deferred revenue exits Q3 at this point?

FRED BALL: I don't, Scott. I don't yet. I've been [tasking] the guys, but I don't feel like I'm comfortable to talk about that yet.

SCOTT COLEMAN: Okay. And then, Amir, maybe a bigger picture question. So, in the M-CMTS market, you talk about having a superior product that is not winning because of price. What gives you the confidence that that won't happen in the switched digital video market as well?

AMIR BASSAN-ESKENAZI: I think the issue that we see in the M-CMTS is that we are -- at the end, we show functionality capability and roadmap that incumbent vendors cannot match, we believe. But at the end, the -- we saw several times with the incumbent, based on pricing and things like that, we are able to delay the decision. It's very different in switchboard because we're -- the issue -- the urgency of offering more video services, high definition and the lack of an incumbent - it's a very different environment. In CMTS, we have an issue where we have a small market share and we give very unique capabilities.

And in some cases, those things work again to try and get the customer to wait for the incumbent vendors to see if they can, in fact, give similar solution in the switchboard because we are the market leader and the components of -- thereof and the switchboard cost manager in the [quam PRS] part where we ship more quams than other vendors and over 74,000 quams were shipped over the last four quarters. Those things actually work in our benefit as differentiator, which is very different in the CMTS.

SCOTT COLEMAN: Okay. And --

AMIR BASSAN-ESKENAZI: It's been a different situation.

SCOTT COLEMAN: So, it comes down to incumbency, but the -- are you -- have you seen any change in the pricing environment for either switched digital video in the cable world or your telco video product? Have there been any changes in pricing different from your expectations of kind of double-digit price declines year over year?

AMIR BASSAN-ESKENAZI: No, nothing meaningful that comes to mind in that context. It's not -- the issues we had were not pricing driven. It was -- I could describe in the call. It was around delivering and getting to customer acceptance events on the switch side and the inventory depression both have not -- have much to do at that point of pricing.

SCOTT COLEMAN: Okay. Thanks, guys.

AMIR BASSAN-ESKENAZI: Or competitive overall. Okay.

OPERATOR: Thank you. Our next question comes from the line of Carter Driscoll with Stanford Group. Please go ahead.

CARTER DRISCOLL, ANALYST, STANFORD GROUP: Thanks, gentlemen. A couple questions, if I may. First, do you expect a similar commensurate decline in the services business similar to -- if we kind of averaged over the data in the video side for this quarter?

FRED BALL: I'm not sure I understand -- I think the services business, which is the nature of an annuity, I don't think you're going to see a lot of changes in that, generally. No, that -- when we talk about the decline from the previous range, it's -- the three components we talked about is around services.

CARTER DRISCOLL: Okay. Could you venture a guess as to say whether the absolute dollars in OpEx will be flat up, down for this quarter with the less --

FRED BALL: I'm going to -- I'm just going to demur until I get -- I'm going to get the books closed and then we'll have that conversation.

CARTER DRISCOLL: Okay. And then, just lastly, now that, with what may happen in the aftermarket to your stock, you're going to have roughly 30% of your total market value in cash. Would you consider something like a share buyback program to signal your confidence in your franchise or some other type of measure?

FRED BALL: Yes, we -- everything's available for discussion and we'll go through all of those things and come up, hopefully, with the right mix of things to support the business over the long haul. We do have a decent amount of cash and we believe that's very important for sustaining the financial viability of this business over the long haul to meet the expectations of the market opportunity.

CARTER DRISCOLL: Okay. Thanks very much, gentlemen.

OPERATOR: Thank you. Our next question comes from the line of Simon Leopold with Morgan Keegan. Please go ahead, sir.

SIMON LEOPOLD: Thanks. Wondering if there's anything in terms of your business model that leads to sustaining your gross margin or if, on these much lower volumes, your gross margin's going to take a meaning hit on this quarter.

FRED BALL: I mean, the simple fact is that, with less revenue across a manufacturing overhead base, you're going to get less relative utilization, so we will have an impact. I'm not at a point where I can give you anything more than that. I need to get it closed and we still have a couple days to go and I'd like to see where the overall mix is. And then we'll get it wrapped up.

SIMON LEOPOLD: Is it reasonable from our perspective to look at when you were last at these kinds of revenue levels to use that as a metric or --

FRED BALL: No, it's -- you have a different base of manufacturing headcount and that's not a good way to go as a model.

SIMON LEOPOLD: Okay. Thank you.

OPERATOR: Thank you. Our next question comes from the line of Anton Wahlman with ThinkEquity. Please go ahead, sir.

ANTON WAHLMAN, ANALYST, THINKEQUITY PARTNERS LLC: Hi. I have three questions in due order. First of all, on switched broadcast, in terms of the emergence of other competitors, did any kind of faster-than-expected footprint win from any those play any part?

I mean, I know you said you hadn't lost any market, but in terms of winning sort of virgin territory, I mean, for example, Cisco won the Ohio market to Time Warner, which are pretty big. Were there some of these than came in that were -- that came on a little bit more and faster and more broader than you had previously anticipated?

AMIR BASSAN-ESKENAZI: Well, we've been competing with Cisco in terms -- at least offering a solution, whether it was deployed or not, for a pretty long time -- definitely before we started the year. And we've seen a situation where our customers gave some business to them as a part of splitting the business and so forth.

I would not characterize this as something that was very recent or affected in any way any of the subjects that we talked about on the call in terms of the Q3 outcome. And we still to see other participate in this market in a way that we'll really lose any -- that any of the businesses is awarded to other people other than the ones we discussed so far.

ANTON WAHLMAN: Okay. My second question is on kind of the -- on your TelcoTV opportunity to kind of be a sole value in a kind of a -- the video over RF solution that you're deploying mainly today. In terms of your kind of selling the value per central office, per VSO, do you see that value per VSO going down or staying flat or even going up, looking up into 2008 here?

Is there -- is there -- even though you would say -- let's say that you would remain the only vendor in a main account of yours, 100% market share, would the value per office or per site over the 300 or so that's the run rate per year remain approximately the same or would that shift?

AMIR BASSAN-ESKENAZI: So, look, in the high level, which is -- at this point, I can't give you any specific answer because it's not -- first, not a part of the subject we talked about in Q3 and speculation for Q4 in any way. We sell a solution into our customer. They deployed the different VSOs from their big center and otherwise.

The things that already would push the price per unit up is more functionality and there's a lot of opportunities, we believe, in the long-term to upsell more functionality with the advent of more content and more value-added services on top of those challenge like advertising and things like that.

And obviously, over time we do have a ongoing improvement in terms of pricing and there's areas where there could be -- and that would drive the price down over time. But there's no -- I don't have visibility or an update to give you in terms of price point. How they're still going to play out and it's going to affect the [wait] at this point in time.

ANTON WAHLMAN: Okay. I understand. No, I wasn't meaning pricing. I was meaning more kind of the content -- the architectural content, the solution. But anyway, point number three that I wanted to ask about was on the CMTS side. It would appear from your commentary that you're -- correct me if I'm wrong here -- that you're implying that, in terms of your existing footprint that you had a couple of quarters ago, that you're not just not winning a new business, but it would seem, you implied that you're actually losing some footprint.

I mean, you had Cox. There was the old Aldephia, which has been absorbed by Time Warner and Comcast. And there was something in Belgium and a couple others. At least in some of these places there has -- there would have had to have been here a reduction lately in your actual (inaudible). Is that correct or no?

AMIR BASSAN-ESKENAZI: No, I'm sorry if I wasn't clear. We did not talk about any loss of footprint. What we talked about is we have great expectation of our M-CMTS and what it adds to the industry to win incremental footprint in new location.

And we won, liked we talked in the previous earning call, we -- several sites, we have a lot of different [trials], a lot of excitement about this, but it did not meet expectation of incremental footprint in Q3 the way we envisioned before that affects, among other things, our revenue for the quarter.

And that was my point. We did not talk about loss of any footprint. Our strategy is very much to drive this and continue to drive from here. And that's what we are -- what we've talked about.

ANTON WAHLMAN: Okay, that's -- thank you very much for the clarification. Thank you.

AMIR BASSAN-ESKENAZI: Great.

OPERATOR: We have no further questions. Please continue.

AMIR BASSAN-ESKENAZI: Very well. So, with that, I'd like to thank you for the time today and we're looking forward -- we will continue and execute on our plan and on our efforts here and we will meet you early November and go from there. Thank you all very much.

OPERATOR: Ladies and gentlemen, this concludes the Q3 revised outlook conference call.

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